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*Indirect Purchaser Plaintiffs*  
*Interim Co-Lead Class Counsel*

[Additional Counsel Listed on Signature Page]

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

IN RE LITHIUM ION BATTERIES  
ANTITRUST LITIGATION,

Case No. 13-MD-02420 YGR (DMR)

MDL No. 2420

This Documents Relates to:

ALL ACTIONS

DECLARATION OF JEFF D.  
FRIEDMAN IN SUPPORT OF MOTION  
FOR PRELIMINARY APPROVAL OF  
SETTLEMENT WITH LG CHEM

Date: January 10, 2017

Time: 2:00 p.m.

Dept: Courtroom 1, 4th Floor

Judge: Hon. Yvonne Gonzalez Rogers

DATE ACTION FILED: Oct. 3, 2012

1 I, JEFF D. FRIEDMAN, declare as follows:

2 1. I am an attorney duly licensed to practice before all of the courts of the State of  
3 California in the above-entitled litigation. I am a partner with the law firm of Hagens Berman  
4 Sobol Shapiro LLP, counsel of record, alongside Cotchett, Pitre & McCarthy, LLP, and Lieff,  
5 Cabraser, Heimann & Bernstein LLP, for the indirect purchaser plaintiffs (IPPs) in the above-  
6 entitled action. Based on personal knowledge or discussions with counsel in my firm and the  
7 other counsel of record in this case of the matters stated herein, if called upon, I could and would  
8 competently testify thereto.

9 2. IPPs and Defendants LG Chem, Ltd. and LG Chem America, Inc. (referred to  
10 collectively as LG Chem) have discussed possible resolution of this litigation over the past two  
11 months. The terms of the final settlement agreement were agreed to on November 14, 2016 and  
12 the agreement itself was signed on that same day, the day before the hearing on IPPs' motion for  
13 class certification.

14 3. Six defendant families (Hitachi Maxell, NEC, Panasonic, Samsung/SDI, Sanyo,  
15 and Toshiba) remain in the indirect purchaser case, including two of the largest defendants by  
16 market share – Samsung/SDI and Sanyo. Claims against these remaining defendants are not  
17 released by the IPPs' settlement with LG Chem.

18 4. This is the second proposed settlement in the IPPs' case. The first was the proposed  
19 settlement with the Sony defendants for \$19.5 million. The Court heard argument on IPPs' motion  
20 for final approval on November 8, 2016, and the motion remains pending. The settlement with LG  
21 Chem totals \$39 million for the indirect purchaser class. That is approximately 31.6 percent of the  
22 indirect purchaser class's estimated damages attributable to LG Chem's sales.

23 5. IPPs propose to distribute the funds *pro rata* to class members based on: (1) the  
24 number of approved purchases per class member of products containing cylindrical lithium-ion  
25 batteries (LIBs) during the settlement class period; and (2) the number of valid claims filed.

26 6. The decision to settle is based on a thorough understanding of the strengths and  
27 weaknesses of IPPs' case. IPPs have propounded and responded to multiple sets of discovery,  
28 conducted numerous (lengthy) meet and confers, and engaged in multiple rounds of motion

1 practice in front of Magistrate Judge Ryu on various discovery issues. On information and belief,  
2 including the October 4, 2016 Declaration of Steven N. Williams in Support of Indirect Purchaser  
3 Plaintiffs' Motion for Final Approval Class Action Settlement with Sony (ECF No. 1504-1),  
4 defendants have produced more than eight million pages of documents from 273 document  
5 custodians and centralized files, and produced voluminous electronic transactional data. Plaintiffs  
6 also have taken at least 23 depositions of defendants' witnesses to date (both individual percipient  
7 witness depositions, as well as corporate depositions pursuant to Federal Rule of Civil Procedure  
8 30(b)(6)). Every class representative identified in the Fourth Amended Class Action Complaint  
9 has been deposed. Interim Co-Lead Counsel and supporting counsel prepared the class  
10 representatives for, and defended them in, these depositions.

11 7. The parties have fully briefed IPPs' motion for class certification, which included  
12 IPPs' submission of the expert reports of Dr. Edward Leamer and Dr. Rosa Abrantes-Metz. IPPs'  
13 experts performed extensive analysis of defendants' transactional data and proposed a multi-  
14 variate regression model, in addition to using a regression model to measure pass-through on data  
15 from 71 non-parties, and from each defendant.

16 8. The representatives of the IPP class have been actively involved in the litigation of  
17 this case. On information and belief, including the October 4, 2016 Declaration of Steven N.  
18 Williams in Support of Indirect Purchaser Plaintiffs' Motion for Final Approval Class Action  
19 Settlement with Sony (ECF No. 1504-1), each representative has responded to over 22  
20 interrogatories and 28 document requests. Defendants also have deposed each representative at  
21 length. Because of this extraordinary service and perseverance, IPPs will request service awards  
22 for the class representatives in the amount of \$1,500 each.

23 9. Attached hereto are true and correct copies of the following exhibits:

24 Exhibit A: Indirect Purchaser Plaintiffs and LG Chem, Ltd. and LG Chem America,  
25 Inc. Settlement Agreement, dated November 14, 2016.  
26  
27  
28

1 I declare under penalty of perjury under the laws of the United States that the foregoing is  
2 true and correct. Executed this 6th day of December, 2016, at Berkeley, California.

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4 s/ Jeff D. Friedman  
JEFF D. FRIEDMAN  
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